

(28)
ARTICLES OF INCORPORATION
OF

AUTO SALVAGE POOL, INC.

TO THE HONORABLE JUDGE OF PROBATE IN AND FOR
SHELBY COUNTY, ALABAMA

The undersigned incorporators, desiring to organize a body corporate under Chapter 2A, Title 10, Code of Alabama 1975, do hereby make, sign, and file these Articles of Incorporation as follows:

ARTICLE I

Name

The name of this corporation is AUTO SALVAGE POOL, INC. The corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

ARTICLE II

Period

The period for the duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which the corporation is formed are:

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- (a) To engage in the salvage business.
- (b) The transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

ARTICLE IV

Powers

The powers of the corporation are:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money and use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect

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obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Alabama Business Corporation Act, within or without this State.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pension plans, pension trusts, profit sharing plans,

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stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.

(q) To consolidate or merge, before or after the completion of its works or plants, in the manner herein provided, with any other foreign or domestic corporation or corporations; but no corporation formed for the purpose of carrying on the business of banking or insurance shall consolidate or merge with any other corporation than corporations engaged in business of banking or insurance or trust companies doing a banking business. No railroad shall consolidate or merge with any other than railroad corporations or companies; but when any two or more railroads or contemplated railroads, which, when completed will admit the passage of burden or passenger cars over any two or more such railroads, continuously and without break or interruption directly or by means of intervening lines, such companies may, before or after completion, consolidate or merge.

(r) To have and exercise all other powers necessary or convenient to effect its purpose.

ARTICLE V

Registered Office And Registered Agent

The location and mailing address of the initial registered office of the corporation shall be 2075 Valleydale Road, Birmingham, Alabama 35224, and its initial registered agent at such address shall be Donna C. Lowery. In accordance with the requirements of the Alabama Business Corporation Act, the registered office and registered agent of

the corporation may be changed by resolution of the Board of Directors, duly filed with the Secretary of State of the State of Alabama.

ARTICLE VI

Capital

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The corporation shall have authority to issue five thousand (5,000) shares of common stock, all of the same class and having a par value of One Dollar (\$1.00) per share. The corporation may from time to time issue its shares of stock for such consideration as may be fixed from time to time by the Board of Directors and may receive in payment thereof, in whole or in part, money, other property (tangible or intangible), or labor or services actually performed for the corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the shareholders, as the case may be, as to the value of the consideration received for the shares shall be conclusive. Neither promissory notes nor future services, however, shall constitute payment or part payment for the issuance of the shares of the corporation. When payment of the consideration for which the shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable, and the holder of such shares shall not be liable for any further payment in respect thereof.

ARTICLE VII

Incorporators And Shareholders

(a) The names and addresses of the incorporators are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
Ronald Lowery	2571 Foothills Drive Birmingham, Alabama 35226
Donna C. Lowery	2571 Foothills Drive Birmingham, Alabama 35226

(b) The corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be provided by the Board of Directors, provided that reference to such restrictions shall be conspicuously noted upon each certificate representing such shares.

(c) All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of these Articles of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any person, whether or not the corporation shall have notice thereof.

ARTICLE VIII

Directors

(a) The number of directors constituting the initial Board of

Directors shall be one (1). The name and address of the member of the initial Board of Directors who shall hold office until the first annual meeting of shareholders, and until her successor or successors shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Donna C. Lowery	2571 Foothills Drive Birmingham, Alabama 35226

(b) All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors except as may be otherwise provided in these Articles of Incorporation or by statute. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To alter, amend, or repeal the By-Laws or adopt new By-Laws, provided, however, that the Board of Directors may not alter, amend, or repeal any by-law establishing what constitutes a quorum at shareholders' meetings, or any by-law which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.

(2) To declare dividends on the corporation's outstanding shares, except when the corporation is insolvent, or when the payment thereof would render the corporation insolvent, or when the declaration or payment thereof would be contrary to any restriction contained in these Articles of Incorporation, and to determine the date or dates for the declaration and payment of such dividends.

(3) To distribute to the shareholders out of the capital surplus of the corporation a

portion of the corporation's assets, in cash or property, subject to the restrictions and provisions of the Alabama Business Corporation Act.

(4) To fix and determine and to vary the amount of working capital of the corporation; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

(5) To take any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof without a meeting, if prior to such action a written consent thereto is signed by all the members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

(6) To remove any officer or agent of the corporation whenever, in the judgment of the Board of Directors, the best interest of the corporation will be served thereby.

The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authority expressly conferred upon the directors by statute.

(c) Notwithstanding any provisions to the contrary contained in these Articles of Incorporation, or in the By-Laws which may be adopted pursuant thereto, at a meeting of shareholders called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors, who may then forthwith at such meeting proceed to elect a successor or successors for the unexpired term.

ARTICLE IXIndemnification

Each person who shall serve as a director or officer of this corporation shall be indemnified by the corporation against all judgments, fines, costs and expenses, including attorney's fees, reasonably incurred by or imposed upon him, in connection with or resulting from any action, suit, or proceeding to which he is, or may be made a party, by reason of his being or having been a director or officer of the corporation (and including settlements made with a view to curtailment of litigation costs in amounts approved by the Board of Directors, but not including any case where, in the opinion of counsel for the corporation, the directors or officers are liable, whether or not such person is a director or officer at the time such settlement is effected), at the time such costs or expenses are incurred by or imposed upon him, except in relation to matters as to which he shall be finally adjudged in such action, suit, or proceeding to be liable or to have been negligent or guilty of misconduct in the performance of his duty to the corporation as such officer or director. The right of indemnification herein provided shall not be exclusive of and shall be in addition to any other rights to which such person may be entitled as a matter of law.

ARTICLE XConflict Of Interest

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association

or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the corporation and if either:

(a) the fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) the fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent.

Common or interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI

Statutory Changes

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the shareholders of corporations organized under general laws of the State of Alabama are increased,

diminished or in any way affected, or whereby effect is given to the action by any part less than all of the shareholders of any such corporation, shall apply to this corporation and shall be binding upon not only this corporation but upon every shareholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

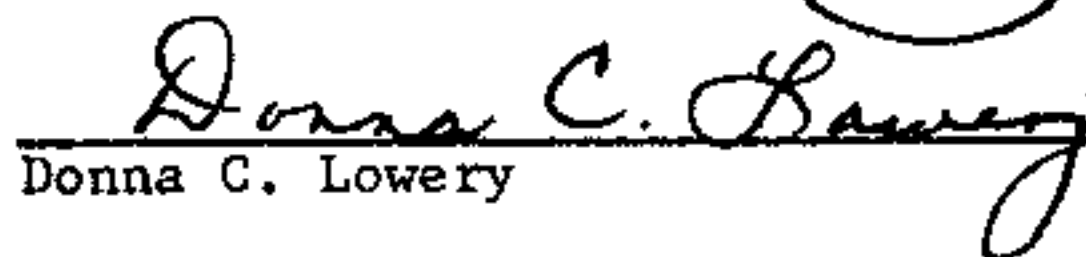
ARTICLE XII

Amendment

The corporation reserves the right to amend, alter, change, restate or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors, and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to these Articles of Incorporation this 30th day of April, 1984.


Ronald Lowery


Donna C. Lowery



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify

that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, the corporate name

Auto Salvage Pool, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Auto Salvage Pool, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby.

I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 10, 1984 - expires 8-9-84

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

AUTO SALVAGE POOL, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of AUTO SALVAGE POOL, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of AUTO SALVAGE POOL, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 1st day of MAY, 1984.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

Thomas A. Brundage, Jr.
Judge of Probate

1984 MAY -1 AM 10:27

Thomas A. Brundage, Jr.
JUDGE OF PROBATE

Rec 25.00
Jud 1.00
26.00

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